



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2005
OF THE CONDITION AND AFFAIRS OF THE

Memphis Managed Care Corp.

NAIC Group Code 0000 (Current Period) , NAIC Company Code 0000 (Prior Period) Employer's ID Number 62-1539163

Organized under the Laws of Tennessee , State of Domicile or Port of Entry Tennessee

Country of Domicile US

Licensed as business type:

Life Accident and Health [] Property/Casualty [] Hospital, Medical and Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Other []
Health Maintenance Organization [X] Is HMO Federally Qualified? Yes () No ()

Incorporated July 1, 1993 Commenced Business January 1, 1994

Statutory Home Office 1407 Union Ave Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code)

Main Administrative Office 1407 Union Ave Suite 200, Memphis, Tennessee 38104 901-725-7100 (Street and Number, City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 1407 Union Ave Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code)

Primary Location of Books and Records 1407 Union Ave Suite 200, Memphis, Tennessee 38104 (Street and Number, City or Town, State and Zip Code)
901-725-7100 (Area Code) (Telephone Number)

Internet Website Address www.mmcc-tlc.com

Statutory Statement Contact Art Ansert 901-725-7100 (Name) (Area Code) (Telephone Number) (Extension)
AAnsert@mmcc-tlc.com (E-Mail Address) (Fax Number)

Policyowners 1407 Union Ave Suite 200, Memphis, Tennessee 38104 901-725-7100 (Street and Number, City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)
Relations
Contact and
Phone Number

OFFICERS

1. Al King (President)
2. Bruce Steinhauer (Secretary)

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

Steven Burkett
Brenda Jetter
Andy Spooner, Dr
Dennis Schaberg, Dr
Barry Fowler
Stuart Polly, Dr
Jeff Brandon
Al King
Bruce Steinhauer, Dr

State of Tennessee }
County of Shelby } SS

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

Al King President
Bruce Steinhauer Secretary
Steven Burkett Board Chairman

Subscribed and sworn to before me this day of

NOTARY PUBLIC (Seal)

- a. Is this an original filing? Yes (X) No ()
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Col. 1 minus Col. 2)	Prior Year Net Admitted Assets
1. Bonds	10,140,899		10,140,899	3,203,495
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 8,531,431), cash equivalents (\$) and short-term investments (\$ 3,120,000)	11,651,431		11,651,431	18,172,805
6. Contract loans (including \$ premium notes)				
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Line 1 to Line 9)	21,792,330		21,792,330	21,376,300
11. Title plants less \$ charged off (for Title insurers only)				
12. Investment income due and accrued	72,909		72,909	33,315
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection				
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	684,158	684,158		
19. Furniture and equipment, including health care delivery assets (\$)	208,667	208,667		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	104,072	34,650	69,422	381,112
22. Health care (\$ 6,305,984) and other amounts receivable	6,305,984		6,305,984	4,352,007
23. Aggregate write-ins for other than invested assets	651,219	651,219		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 10 to Line 23)	29,819,339	1,578,694	28,240,645	26,142,734
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. TOTAL (Line 24 and Line 25)	29,819,339	1,578,694	28,240,645	26,142,734
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Line 0901 through Line 0903 plus Line 0998) (Line 9 above)				
2301. Prepaid Expenses	554,219	554,219		
2302. Other	97,000	97,000		
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above)	651,219	651,219		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$ reinsurance ceded)				
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	1,333,721		1,333,721	4,886,796
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)				
15. Amounts due to parent, subsidiaries and affiliates	960,000		960,000	137,000
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured accident and health plans				
21. Aggregate write-ins for other liabilities (including \$ current)				
22. Total liabilities (Line 1 to Line 21)	2,293,721		2,293,721	5,023,796
23. Aggregate write-ins for special surplus funds	XXX	XXX		
24. Common capital stock	XXX	XXX		
25. Preferred capital stock	XXX	XXX		
26. Gross paid in and contributed surplus	XXX	XXX	3,699,498	3,699,498
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX		
29. Unassigned funds (surplus)	XXX	XXX	22,247,423	17,419,440
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24 \$)	XXX	XXX		
30.2 shares preferred (value included in Line 25 \$)	XXX	XXX		
31. Total capital and surplus (Line 23 to Line 29 minus Line 30)	XXX	XXX	25,946,921	21,118,938
32. Total Liabilities, capital and surplus (Line 22 and Line 31)	XXX	XXX	28,240,642	26,142,734
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. Totals (Line 2101 through Line 2103 plus Line 2198) (Line 21 above)				
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above)	XXX	XXX		
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX		
2899. Totals (Line 2801 through Line 2803 plus Line 2898) (Line 28 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year to Date
	1	2	3
	Uncovered	Total	Total
1. Member Months	X X X	1,152,980	2,369,087
2. Net premium income (including \$ non-health premium income)	X X X		
3. Change in unearned premium reserves and reserve for rate credits	X X X		
4. Fee-for-service (net of \$ medical expenses)	X X X		
5. Risk revenue	X X X		
6. Aggregate write-ins for other health care related revenues	X X X		
7. Aggregate write-ins for other non-health revenues	X X X		
8. Total revenues (Line 2 to Line 7)	X X X		
Hospital and Medical:			
9. Hospital/medical benefits			
10. Other professional services			
11. Outside referrals			
12. Emergency room and out-of-area			
13. Prescription drugs			
14. Aggregate write-ins for other hospital and medical			
15. Incentive pool, withhold adjustments and bonus amounts			
16. Subtotal (Line 9 to Line 15)			
Less:			
17. Net reinsurance recoveries			
18. Total hospital and medical (Line 16 minus Line 17)			
19. Non-health claims (net)			
20. Claims adjustment expenses, including \$ cost containment expenses		1,435,309	3,083,974
21. General administrative expenses		(5,379,299)	(10,408,590)
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)			
23. Total underwriting deductions (Line 18 through Line 22)		(3,943,990)	(7,324,616)
24. Net underwriting gain or (loss) (Line 8 minus Line 23)	X X X	3,943,990	7,324,616
25. Net investment income earned		345,954	247,606
26. Net realized capital gains (losses) less capital gains tax of \$			
27. Net investment gains (losses) (Line 25 plus Line 26)		345,954	247,606
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ (amount charged off \$)]			
29. Aggregate write-ins for other income or expenses		548,973	783,223
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Line 24 plus Line 27 plus Line 28 plus Line 29)	X X X	4,838,917	8,355,445
31. Federal and foreign income taxes incurred	X X X		
32. Net income (loss) (Line 30 minus Line 31)	X X X	4,838,917	8,355,445
DETAILS OF WRITE-INS			
0601.	X X X		
0602.	X X X		
0603.	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699. Totals (Line 0601 through Line 0603 plus Line 0698) (Line 6 above)	X X X		
0701.	X X X		
0702.	X X X		
0703.	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799. Totals (Line 0701 through Line 0703 plus Line 0798) (Line 7 above)	X X X		
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)			
2901. Other Revenue		548,973	783,223
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)		548,973	783,223

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1	2	3
	Current Year to Date	Prior Year To Date	Prior Year
33. Capital and surplus prior reporting year	21,118,907	2,118,907	13,017,648
GAINS AND LOSSES TO CAPITAL AND SURPLUS			
34. Net income (loss) from Line 32	4,838,917	2,460,326	8,355,445
35. Change in valuation basis of aggregate policy and claims reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(10,903)	(378,251)	755,814
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			(1,000,000)
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Tranferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			(10,000)
48. Net change in capital and surplus (Line 34 to Line 47)	4,828,014	2,082,075	8,101,259
49. Capital and surplus end of reporting period (Line 33 plus Line 48)	25,946,921	4,200,982	21,118,907
DETAILS OF WRITE-INS			
4701.			(10,000)
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above)			(10,000)

CASH FLOW

	1	2
	Current Year To Date	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance		
2. Net investment income	306,360	261,394
3. Miscellaneous income	819,525	625,329
4. Total (Line 1 through Line 3)	1,125,885	886,723
5. Benefit and loss related payments		
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	(1,685,999)	(11,920,324)
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) \$.net of tax on capital gains (losses)		
10. Total (Line 5 through Line9)	(1,685,999)	(11,920,324)
11. Net cash from operations (Line 4 minus Line 10)	2,811,884	12,807,047
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	2,061,492	
12.2 Stocks		
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	2,061,492	
13. Cost of investments acquired (long-term only):		
13.1 Bonds	8,998,846	
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets	2,395,904	
13.6 Miscellaneous applications		
13.7 Total investments acquired (Line 13.1 through Line 13.6)	11,394,750	
14. Net increase or (decrease) in contract loans and premium notes		14,253
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(9,333,258)	(14,253)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		(1,009,800)
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)		
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)		(1,009,800)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(6,521,374)	11,782,994
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	18,172,805	6,389,811
19.2 End of period (Line 18 plus Line 19.1)	11,651,431	18,172,805
Note: Supplemental disclosures of cash flow information for non-cash transactions:		
20.0001		
20.0002		
20.0003		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital and Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	193,868								193,868				
2. First Quarter	191,878								191,878				
3. Second Quarter	191,317								191,317				
4. Third Quarter													
5. Current Year													
6. Current Year Member Months	1,152,980								1,152,980				
Total Member Ambulatory Encounters for Period:													
7. Physician	573,442								573,442				
8. Non-Physician	24,096								24,096				
9. Total	597,538								597,538				
10. Hospital Patient Days Incurred	52,258								52,258				
11. Number of Inpatient Admissions	10,977								10,977				
12. Health Premiums Written													
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned													
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services													
18. Amount Incurred for Provision of Health Care Services													

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
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NONE

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 plus 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Line 1 to Line 8)						
10. Healthcare recievables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals						

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Quarterly Statement as of June 30, 2005 of Memphis Managed Care Corp

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Memphis Managed Care Corporation Have been prepared in accordance with the NAIC Accounting Practice and Procedure Manual except to the extent that state law Differs.

The company, at the direction of the Commissioner of Insurance of the State of Tennessee for the period Jan – June 2005, on report #2A records claims reimbursements and administrative reimbursements as premiums, instead of netting them against claims and general administrative expenses respectively as required by SAP

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with the Quarterly Statement Instructions and Accounting Practice and Procedures manual requires the use of management’s estimates.

- 1) Short-term investments are stated at amortized cost.
- 2) Bonds are stated at amortized cost using the effective interest method.
- 3) The company does not hold common stock.
- 4) The company does not hold preferred stock.
- 5) The company does not hold mortgage loans.
- 6) The company does not hold loan-backed securities.
- 7) The company does not hold investments in subsidiaries, controlled and affiliated companies.
- 8) The company does not have minor ownership interests in joint ventures.
- 9) The company does not carry derivatives.

2. Accounting Changes and Corrections of Errors

- A. Disclosure of material changes in accounting principles and or errors
N/A

3. Business Combinations and Goodwill

- A. Statutory Purchase Method
N/A
- B. Merger
N/A
- C. Impairment Loss
N/A

4. Discontinued Operations
N/A

- 5. Investments
 - A. Mortgage Loans
N/A

NOTES TO FINANCIAL STATEMENTS

	B.	Debt Restructuring
		N/A
	C.	Reverse Mortgages
		N/A
	D.	Loan Backed Securities
		N/A
	E.	Repurchase Agreements
		N/A
6.		Joint Ventures, Partnerships and Limited Liability Companies
		N/A
7.		Investment Income
	A.	N/A
	B.	Total Amount excluded was \$0
8.		Derivative Instruments
9.		Income Tax
	A.	Components of net deferred income tax asset or liability
		N/A
	B.	DTLs not recognized
		N/A
	C.	Significant components of income taxes incurred
		N/A
	D.	Significant reconciling items of income taxes incurred
		N/A
	E(1).	Operating loss and tax credit carry fowards
		N/A
	E(2).	Recoupment of Income taxes available in the event of furture losses
		N/A
	F	Consolidated federal Income tax return
		N/A
10.		Information Concerning Parent, Subsidiaries and Affiliates
	A.	The company is jointly owned by The Regional Medical Center (The Med) & University of Tennessee Medical Group (UTMG).
	B.	Description of transactions
		N/A
	C.	Dollar amount of Transactions
		N/A
	D.	At June 30, 2005 the company had \$75,887 due from The Med for MedCall & MRI services rendered and 11,500 from UTMG for Medcall services.

NOTES TO FINANCIAL STATEMENTS

	E.	Guarantees or undertakings for the benefit of an affiliate	
		N/A	
	F.	Description of any material management contracts with related parties	
		N/A	
	G.	Ownership in the company is 50% The Med, 50% UTMG	
	H.	Amount deducted from the value of an upstream intermediate entity	
		N/A	
	I.	Investment in SCA in excess of SCA entity	
		N/A	
	J.	Investment in SCA entity	
		N/A	
11.	Debt		
	A.	Capital Notes	
		N/A	
	B.	Other Debt	
		N/A	
12.	Retirement Plans, Deferred Compensation, Post employment Benefits and compensated Absences and other Postretirement Benefit Plans		
	B.	Defined Contribution Plan	
		N/A	
	C.	Multiemployer Plans	
		N/A	
	D.	Consolidated/Holdings Company Plans	
		N/A	
	E.	Post employment Benefits and Compensated Absences	
		N/A	
13.	Capital and Surplus, Shareholders' Dividend Restrictions and Quasi Reorganizations.		
		1) The company has	
		2) The company has no preferred stock outstanding	
		3) Dividend Restrictions – N/A	
		4) Restrictions on unassigned Funds – None	
		5) The State of Tennessee requires the company to hold statutory deposits in the amount of 3,200,000	
		6) For mutuals, and similarly organized companies the total amount of advances to surplus not repaid. – N/A	
		7) Total Amount of Stock Held by the company – N/A	
		8) Changes in special surplus funds – N/A	
		9) Portion of unassigned funds (surplus) represented or reduced by each of the following items:	
		a. Unrealized gains and losses -	N/A
		b. Nonadmitted assets	1,578,694
		c. Stock purchase warrants	N/A
		10) Surplus Notes	

NOTES TO FINANCIAL STATEMENTS

- 11) Impact of the restatement in quasi reorganization – N/A
- 12) Effective Date of a quasi reorganization – N/A

14. Contingencies

A. Contingent Commitments

N/A

B. Assessments

N/A

C. Gain Contingencies

N/A

D. All Other Contingencies

.

15. Leases

A. Disclosures related to lessee leasing arrangements

N/A

B. Disclosures related to lessor leasing arrangements

N/A

16. Off Balance Sheet risk

- 1) The company has no financial instruments with off balance sheet risk.
- 2) The company does not use swaps, futures or options.
- 3) The company has no financial instruments with off balance sheet risk, and no counter party exposure.
- 4) The company has on financial instruments subject to credit risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfer of Receivables reported as Sales

N/A

B. Transfer and Servicing of financial Assets

N/A

C. Wash Sales

N/A

18. Gain or Loss to the company from Uninsured A&H Plans and Uninsured Portion of Partially Insured Plans

A. ASO Plan

The Gain from Operations from ASO uninsured plans and uninsured portion of partially insured plans was as follows during 2005:

	(1)	(2)	(3)
	ASO Uninsured Plan	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for Administrative Expenses (including Administrative Fees) In excess of Actual Expenses	\$ 14,858,640		\$14,858,640

NOTES TO FINANCIAL STATEMENTS

b. Total Net Other Income or Expenses
(Including Interest paid to or received from plans) \$ \$

c. Net Gain or Loss from Operations

d. Total Claim Payment Volume \$164,914,124 \$164,914,124

B. ASC Plan

N/A

C. Medicare or Other Similarly structured cost based reimbursement Contact:

N/A

19. Direct Premium Written/Produced by managing general agents/third Party Administrators

N/A

20. Other Items

A. Extraordinary Items

N/A

B. Troubled Debt Restructuring

N/A

C. Other Disclosures

None

21. Events Subsequent

N/A

22. Reinsurance

N/A

23. Retrospectively Rated Contracts

N/A

24. Organization and Operations

Memphis Managed Care Corporation was incorporated as a non-profit organization in 1993. The board of directors has equal representation from both The med and UTMG (owners).

25. Salvage and Subrogation

N/A

26. Change in Incurred Claims and Claim Adjustment Expense

27. Minimum Net Worth

The company must maintain the larger of the minimum net worth of \$1,500,000 or 4% of the first \$150,000,000 in premium and 1.5% in excess of that amount, as reported on the most recent Quarterly Statementfiled with the Tennessee Department of Commerce and Insurance.

	Net Premium Revenue		Calculated Requirement
Up To 150,000,000	150,000,000.00	4%	6,000,000.00

NOTES TO FINANCIAL STATEMENTS

>150,000,000	246,665,509.00	1.5%	2,948,029.61
Total	396,665,509.00		9,699,982.00

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted .)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes () No (X)
- 1.2

If yes, explain:
- 2.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes () No (X)
- 2.2

If yes, has the report been filed with the domiciliary state?

Yes () No ()
- 3.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes () No (X)
- 3.2

If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
4.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes () No (X)
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes () No (X)
- 5.2

If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

6.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes () No () N/A (X)
- If yes, attach an explanation.
- 7.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

07/31/2001
- 7.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity.
This date should be the date of the examined balance sheet and not the date the report was completed or released.

03/31/2001
- 7.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity.
This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/31/2002
- 7.4

By what department or departments?

TDCI
- 8.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes () No (X)
- 8.2

If yes, give full information
- 9.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes () No (X)
- 9.2

If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes () No (X)
- 9.4

If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes () No (X)
- 10.2

If yes, indicate the amounts receivable from parent included in the Page amount:

\$

GENERAL INTERROGATORIES (continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted .)

INVESTMENT

11.1 Has there been any change in the reporting entity's own preferred or common stock? Yes () No (X)

11.2 If yes, explain

.....

12.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes () No (X)

12.2 If yes, give full and complete information relating thereto:

.....

13. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$

14. Amount of real estate and mortgages held in short-term investments: \$

15.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes () No (X)

15.2 If yes, please complete the following:

	1 Prior Year-End Book/ Adjusted Carrying Value	2 Current Quarter Statement Value
15.21 Bonds	\$	\$
15.22 Preferred Stock	\$	\$
15.23 Common Stock	\$	\$
15.24 Short-Term Investments	\$	\$
15.25 Mortgages, Loans or Real Estate	\$	\$
15.26 All Other	\$	\$
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Line 15.21 to Line 15.26)	\$	\$
15.28 Total Investment in Parent included in Line 15.21 to Line 15.26 above	\$	\$

16.1 Has the reporting entity entered into any hedging transactions reported on schedule DB? Yes () No (X)

16.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes () No ()

If no, attach a description with this statement.

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes () No (X)

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
.....
.....
.....
.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....
.....
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes () No (X)

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....
.....
.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
.....
.....
.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes () No (X)

18.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES - Line 5.2 (Continued)

¹ Name of Entity	² NAIC Company Code	³ State of Domicile
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GENERAL INTERROGATORIES - Line 9.4 (Continued)

¹ Affiliate Name	² Location (City, State)	³ FRB	⁴ OCC	⁵ OTS	⁶ FDIC	⁷ SEC
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GENERAL INTERROGATORIES - Line 17.1 (continued)

¹ Name of Custodian(s)	² Custodian Address
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GENERAL INTERROGATORIES - Line 17.2 (continued)

¹ Name(s)	² Location(s)	³ Complete Explanation(s)
-------------------------	-----------------------------	---

GENERAL INTERROGATORIES - Line 17.4 (continued)

¹ Old Custodian	² New Custodian	³ Date of Change	⁴ Reason
-------------------------------	-------------------------------	--------------------------------	------------------------

GENERAL INTERROGATORIES - Line 17.5 (continued)

¹ Central Registration Depository	² Name(s)	³ Address
--	-------------------------	-------------------------

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Increase (decrease) by adjustment		
3. Cost of acquired		
4. Cost of additions to and permanent improvements		
5. Total profit (loss) on sales		
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales		
8. Book/adjusted carrying value at end of current period		
9. Total valuation allowance		
10. Subtotal (Line 8 plus Line 9)		
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions		
3. Accrual of discount and mortgage interest points and commitment fees		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)		
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions		
3. Accrual of discount		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period		
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)		
12. Total nonadmitted amounts		
13. Statement value of long term invested assets at end of current period (Page 2, Line 7, Column 3)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,203,495	2,968,950
2. Cost of bonds and stocks acquired	8,845,096	2,641,531
3. Accrual of discount	11,887	
4. Increase (decrease) by adjustment	(7,598)	(6,986)
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal	(3,906)	
7. Consideration for bonds and stocks disposed of	1,900,094	2,400,000
8. Amortization of premium	7,981	
9. Book/adjusted carrying value, current period	10,140,899	3,203,495
10. Total valuation allowance		
11. Subtotal (Line 9 plus Line 10)	10,140,899	3,203,495
12. Total nonadmitted amounts		
13. Statement value	10,140,899	3,203,495

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1.....								
2. Class 2.....								
3. Class 3.....								
4. Class 4.....								
5. Class 5.....								
6. Class 6.....								
7. Total Bonds.....								
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....								
15. Total Bonds and Preferred Stock.....								

NONE

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals .....	.....3,120,000	X X X	.....3,120,000	..... 35,786	.....

SCHEDULE DA - PART 2 - VERIFICATION

Short-Term Investments Owned

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year .....	.....	.....
2. Cost of short-term investments acquired .....	.....3,120,000	.....
3. Increase (decrease) by adjustment .....	.....	.....
4. Increase (decrease) by foreign exchange adjustment .....	.....	.....
5. Total profit (loss) on disposal of short-term investments .....	.....	.....
6. Consideration received on disposal of short-term investments .....	.....	.....
7. Book / adjusted carrying value, current period .....	.....3,120,000	.....
8. Total valuation allowance .....	.....	.....
9. Subtotal (Line 7 plus Line 8) .....	.....3,120,000	.....
10. Total nonadmitted amounts .....	.....	.....
11. Statement value (Line 9 minus Line 10) .....	.....3,120,000	.....
12. Income collected during period .....	..... 35,786	.....
13. Income earned during period .....	..... 35,786	.....

SCHEDULE DB - PART F - SECTION 1

Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
1	2	3	4	5	Derivative Instruments Open		Cash Instrument(s) Held				
Replication RSAT Number	Description	NAIC Designation or Other Description	Statement Value	Fair Value	6	7	8	9	10	11	12
					Description	Fair Value	CUSIP	Description	Statement Value	Fair Value	NAIC Designation or Other Description

NONE

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1	2	3	4	5	6	7	8	9	10
	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value	Number of Positions	Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory										
2. Add: Opened or Acquired Transactions										
3. Add: Increases in Replicated Asset Statement Value	X X X						X X X		X X X	
4. Less: Closed or Disposed of Transactions										
5. Less: Positions Disposed of for Failing Effectiveness Criteria										
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value	X X X						X X X		X X X	
7. Ending Inventory										

NONE

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)
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NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			1	2	Direct Business Only Year to Date					
			Guaranty Fund (Yes or No)	Is Insurer Licensed ? (Yes or No)	3	4	5	6 Federal Employees Health Benefits Program Premiums	7 Life and Annuity Premiums and Deposit-Type Contract Funds	8 Property/ Casualty Premiums
States, Etc.					Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX			
1.	Alabama	AL								
2.	Alaska	AK								
3.	Arizona	AZ								
4.	Arkansas	AR								
5.	California	CA								
6.	Colorado	CO								
7.	Connecticut	CT								
8.	Delaware	DE								
9.	District of Columbia	DC								
10.	Florida	FL								
11.	Georgia	GA								
12.	Hawaii	HI								
13.	Idaho	ID								
14.	Illinois	IL								
15.	Indiana	IN								
16.	Iowa	IA								
17.	Kansas	KS								
18.	Kentucky	KY								
19.	Louisiana	LA								
20.	Maine	ME								
21.	Maryland	MD								
22.	Massachusetts	MA								
23.	Michigan	MI								
24.	Minnesota	MN								
25.	Mississippi	MS								
26.	Missouri	MO								
27.	Montana	MT								
28.	Nebraska	NE								
29.	Nevada	NV								
30.	New Hampshire	NH								
31.	New Jersey	NJ								
32.	New Mexico	NM								
33.	New York	NY								
34.	North Carolina	NC								
35.	North Dakota	ND								
36.	Ohio	OH								
37.	Oklahoma	OK								
38.	Oregon	OR								
39.	Pennsylvania	PA								
40.	Rhode Island	RI								
41.	South Carolina	SC								
42.	South Dakota	SD								
43.	Tennessee	TN								
44.	Texas	TX								
45.	Utah	UT								
46.	Vermont	VT								
47.	Virginia	VA								
48.	Washington	WA								
49.	West Virginia	WV								
50.	Wisconsin	WI								
51.	Wyoming	WY								
52.	American Samoa	AS								
53.	Guam	GU								
54.	Puerto Rico	PR								
55.	U.S. Virgin Islands	VI								
56.	Canada	CN								
57.	Aggregate Other Alien	OT	XXX	XXX						
58.	Subtotal		XXX	XXX						
59.	Reporting entity contributions for Employee Benefit Plans		XXX	XXX						
60.	Total (Direct Business)		XXX	(a)						
DETAILS OF WRITE-INS										
5701.	.....								
5702.	.....								
5703.	.....								
5798.	Summary of remaining write-ins for Line 57 from overflow page									
5799.	Total (Line 5701 through Line 5703 plus Line 5798) (Line 57 above)									

(a) Insert the number of yes responses except for Canada and Other Alien .

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES
OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

PART 1 - ORGANIZATIONAL CHART

NONE

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost	7 Amount of Encumbrances	8 Book / Adjusted Carrying Value Less Encumbrances	9 Expended for Additions and Permanent Improvements
	2 City	3 State						

NONE

SCHEDULE A - PART 3

Showing All Real Estate SOLD During the Quarter , Including Payments During the Final Year on "Sales under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Expended for Additions, Permanent Improvements and Changes in Encumbrances	10 Book/Adjusted Carrying Value Less Encumbrances	11 Amounts Received	12 Foreign Exchange Profit (Loss) on Sale	13 Realized Profit (Loss) on Sale	14 Total Profit (Loss) on Sale	15 Gross Income Earned Less Interest Incurred on Encumbrances	16 Taxes, Repairs and Expenses Incurred
	2 City	3 State													

NONE

SCHEDULE B - PART 1

Showing All Mortgage Loans ACQUIRED during the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12
Loan Number	2	3	Loan Type	Actual Cost	Date Acquired	Rate of Interest	Book Value/Recorded Investment Excluding Accrued Interest	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Value of Land and Buildings	Date of Last Appraisal or Valuation
	City	State									

NONE

SCHEDULE B - PART 2

Showing All Mortgage Loans SOLD , Transferred or Paid in Full During the Current Quarter

1	Location		4	5	6	7	8	9	10	11	12	13
Loan Number	2	3	Loan Type	Date Acquired	Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Book Value/Recorded Investment Excluding Accrued Interest at Disposition	Consideration Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale
	City	State										

NONE

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets ACQUIRED During the Current Quarter

1 CUSIP Identification	2 Number of Units and Description	Location		5 Name of Vendor	6 NAIC Designation	7 Date Acquired	8 Actual Cost	9 Amount of Encumbrances	10 Book/Adjusted Carrying Value Less Encumbrances	11 SVO Assigned Value	12 Increase (Decrease) by Adjustment	13 Increase (Decrease) By Foreign Exchange Adjustment
		3 City	4 State									

NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD , Transferred or Paid in Full During the Current Quarter

1 Number of Units and Description	Location		4 Name of Purchaser or Nature of Disposition	5 Date Acquired	6 Book/Adjusted Carrying Value Less Encumbrances Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book/Adjusted Carrying Value less Encumbrances at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										

NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U. S. Governments									
3133XB-EE-1	FEDERAL HOME LOAN BANK		05/18/2005	AMSOUTH BANK		150,551	150,000.00	775	
36225D-MF-8	GOVERNMENT NATL MTG ASSN POOL		06/15/2005	AMSOUTH BANK		241,879	238,671.56	729	
912828-CM-0	UNITED STATES TREASURY		05/03/2005	AMSOUTH BANK		347,334	350,000.00	3,297	
912828-BJ-8	UNITED STATES TREASURY		05/09/2005	NBC		498,516	500,000.00	1,902	
912795-VP-3	UNITED STATES TREASURY		04/21/2005	NBC		494,578	500,000.00		
0399999	Subtotal - Bonds - U. S. Governments					1,732,858	1,738,671.56	6,704	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
36962G-F4-1	GENERAL ELECTRIC CAPITAL		06/23/2005	AMSOUTH		98,397	100,000.00	1,268	
4599999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					98,397	100,000.00	1,268	
6099997	Subtotal - Bonds - Part 3					1,831,255	1,838,671.56	7,971	
6099999	Subtotal - Bonds					1,831,255	1,838,671.56	7,971	
7499999	TOTALS					1,831,255		7,971	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold , Redeemed or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book / Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identif- ication	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B. /A. C. V. (11+12-13)	Total Foreign Exchange Change in B. /A. C. V.	Book / Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
Bonds - U. S. Governments																					
912828-AX-8	UNITED STATES TREASURY		05/02/2005	AMSOUTH		250,000	250,000.00	249,580			420		420		250,000				2,031	04/30/2005	
0399999	- Subtotal - Bonds - U. S. Governments					250,000	250,000.00	249,580			420		420		250,000				2,031		
Bonds - Public Utilities (Unaffiliated)																					
637432-CC-7	NATIONAL RURAL UTILITIES		05/16/2005	AMSOUTH		154,000	154,000.00	155,043		(1,043)			(1,043)						4,716	05/15/2005	
3899999	- Subtotal - Bonds - Public Utilities (Unaffiliated)					154,000	154,000.00	155,043		(1,043)			(1,043)						4,716		
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
12490K-AB-3	CBS CORP		05/20/2005	AMSOUTH		100,000	100,000.00	100,946		(946)			(946)		100,000				3,575	05/20/2005	
	WASHINGTON MUTAL FIN CORP		06/15/2005	AMSOUTH		100,000	100,000.00	101,553		(1,553)			(1,553)		100,000				4,125	06/15/2005	
	TOYOTA MOTOR CREDIT		06/23/2005	AMSOUTH		100,000	100,000.00	100,000							100,000				956	06/23/2005	
	BB&T CORP		06/30/2005	AMSOUTH		100,000	100,000.00	101,153		(1,153)			(1,153)		100,000				3,188	06/30/2005	
020002-AL-5	ALLSTATE CORP		05/02/2005	AMSOUTH		100,000	100,000.00	100,901		(901)			(901)		100,000				3,938	05/02/2005	
4599999	- Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					500,000	500,000.00	504,553		(4,553)			(4,553)		500,000				15,781		
6099997	- Subtotal - Bonds - Part 4					904,000	904,000.00	909,176		(5,176)			(5,176)		750,000				22,528		
6099999	- Subtotal - Bonds					904,000	904,000.00	909,176		(5,176)			(5,176)		750,000				22,528		
7499999	- TOTALS					904,000		909,176		(5,176)			(5,176)		750,000				22,528		

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues

SCHEDULE DB - PART A - SECTION 1

Showing all Options , Caps , Floors and Insurance Futures Options Owned at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price, Rate or Index	Date of Acquisition	Exchange or Counterparty	Cost/Option Premium	Book Value	*	Statement Value	Fair Value	Year to Date Increase / (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income

NONE

E06

SCHEDULE DB - PART B - SECTION 1

Showing all Options , Caps , Floors and Insurance Futures Options Written and In-Force at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price, Rate or Index	Date of Issuance/ Purchase	Exchange or Counterparty	Consideration Received	Book Value	*	Statement Value	Fair Value	Year to Date Increase / (Decrease) by Adjustment	Used to Adjust Basis	Other Investment/ Miscellaneous Income

NONE

SCHEDULE DB - PART C - SECTION 1

Showing all Collar , Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure

NONE

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Contracts at Current Statement Date

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	10 Recognized	11 Used to Adjust Basis of Hedged Item	12 Deferred	Potential Exposure

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
Name	Location and Supplemental Information					First Month	Second Month	Third Month	
Open Depositories									
GENERAL OPERATING	NBC					116,156	115,928	115,958	
INVESTMENT	NBC			24,362		4,104,899	3,124,198	3,134,711	
GENERAL OPERATING	AMSOUTH			24,115		5,215,919	382,294	4,743,186	
CLAIMS	AMSOUTH					(14,186,650)	(12,305,733)	(12,218,214)	
PAYROLL	AMSOUTH					(3,342)	(86,603)		
ESCROW	NBC			1,337		226,528	232,127	232,618	
TRUST	AMSOUTH			92,388		13,700,283	14,335,217	15,642,572	
0199999 - TOTAL - Open Depositories				142,202		9,173,793	5,797,428	11,650,831	
0399999 - TOTAL Cash on Deposit				142,202		9,173,793	5,797,428	11,650,831	
0499999 - Cash in Company's Office						600	600	600	
0599999 - TOTALS				142,202		9,174,393	5,798,028	11,651,431	

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP Identification	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due and Accrued	9 Gross Investment Income
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NONE

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES

	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Member Months	576,158	1,152,980	2,369,087
REVENUES:			
1 TennCare Capitation	93,218,810	182,601,851	366,975,393
2 Investment	194,647	345,954	247,606
3 Other Revenue	-	-	764,874
4 Total Revenue	93,413,457	182,947,805	390,850,243
EXPENSES:			
Medical and Hospital Services			
5 Capitated Physician Services	2,777,744	5,828,731	11,513,525
6 Fee for Service Physician Services	20,648,730	39,274,644	89,264,441
7 Inpatient Hospital Services	17,755,358	36,673,877	73,923,828
8 Outpatient Services	78,216	94,493	270,682
9 Emergency Room Services	7,519,110	14,378,207	23,979,250
10 Mental Health Services	4,178	11,670	34,970
11 Dental Services	-	-	49,461
12 Vision Services	403,259	914,302	2,618,960
13 Pharmacy Services	-	2,511	37,822
14 Home Health Services	742,302	1,984,636	2,983,935
15 Chiropractic Services	-	-	-
16 Radiology Services	1,314,859	2,791,844	10,509,469
17 Laboratory Services	2,858,907	5,718,906	10,309,176
18 Durable Medical Equipment Services	175,192	753,929	7,271,374
19 Transportation Services	1,079,337	1,928,724	4,441,843
20 Outside Referrals	-	-	-
21 Medical incentive Pool and Withhold Adjustments	-	-	-
22 Occupancy Depreciation and Amortization	-	-	-
23 Other Medical and Hospital Services	30,237,409	56,724,145	97,558,604
24 Subtotal	85,594,600	167,080,619	334,767,340
25 Reinsurance Expense Net of Recoveries	737,027	1,505,199	2,696,067
LESS:			
26 Copayments	-	-	-
27 Subrogation	137,169	240,673	304,885
28 Coordination of Benefits	188,578	372,336	487,529
29 Subtotal	325,747	613,010	792,414
30 TOTAL MEDICAL AND HOSPITAL	86,005,880	167,972,808	336,670,993
Administration			
31 Compensation	2,126,685	4,255,623	9,779,655
32 Marketing	4,545	9,413	83,143
33 Interest Expense	-	-	-
34 Premium Tax Expense	-	-	-
35 Occupancy Depreciation and Amortization	224,863	466,494	1,191,557
36 Other Administration	2,621,033	5,303,049	11,907,077
37 TOTAL ADMINISTRATION	4,977,127	10,034,579	22,961,433
38 TOTAL EXPENSES	90,983,007	178,007,386	359,632,426
39 NET INCOME (LOSS)	2,430,450	4,940,418	8,355,447